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12 Attorneys for Plaintiffs
13 CANTER & ASSOCIATES, LLC and
14 LAUREATE EDUCATION, INC.

15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 SAN JOSE DIVISION

18 CANTER & ASSOCIATES, LLC and
19 LAUREATE EDUCATION, INC.,
20 Plaintiffs,
21 v.
22 TEACHSCAPE, INC.,
23 Defendant.

Case No. C 07-3225 RS

**DECLARATION OF KATHLEEN
WINBERRY IN SUPPORT OF
PLAINTIFFS' MOTION FOR ENTRY
OF PROTECTIVE ORDER**

Judge: The Honorable Richard Seeborg
Ctrm.: 4 (5th floor)
Date: January 2, 2007
Time: 9:30 a.m.

1 I, Kathleen Winberry, declare:

2 1. I am currently employed as Senior Vice President of Product Planning by
3 Canter & Associates, LLC (“Canter”). Prior to 2004, my job title at Canter was General
4 Manager, Executive Vice President and I was primarily responsible for decision making
5 regarding education, including master’s degrees in education. I began working for Canter
6 in 1980.

7 2. Canter’s policy requires employees to sign a confidentiality agreement stating
8 that any non-public information learned or accessed as a result of their jobs is confidential
9 information, and cannot be disclosed outside Canter without Canter’s permission.

10 3. I have extensive experience with Canter’s confidential and trade secret
11 information, including its proprietary customer database, its 3-Year Strategic Plans, its
12 Corporate Investment Proposals, details of Canter’s contracts regarding education master’s
13 degrees with third parties such as Marygrove College, and financial information such as
14 costs, revenues, and profits relating to its various products including online distance-
15 learning master’s degrees in education. All of this information is valuable to Canter’s
16 business, in part, because it is not generally known.

17 4. Canter’s customer database is extremely valuable to Canter’s business. The
18 database is very highly customized, and contains information resulting from complex
19 analyses of the results of Canter’s and Laureate Education, Inc.’s promotional efforts in
20 different geographic regions of the United States. This information is maintained in the
21 strictest confidence by Canter.

22 5. If the information in Canter’s customer database were made public, it would
23 severely undermine Canter’s competitive advantage in the field of distance-delivered
24 education master’s degrees by making it possible for Canter’s competitors to quickly and
25 easily benefit from the fruits of Canter’s labor, including its research and development, at
26 no cost to the competitor. This would enable Canter’s competitors to target Canter’s
27 promotional efforts and course development, and to make well-informed strategic decisions
28 of their own without any investment. Release of this information would also allow

1 competitors to anticipate Canter's strategic business decisions and thereby undercut
2 Canter's hard-earned competitive edge and market share.

3 6. I was personally involved in the development of the 3-Year Strategic Plans
4 and the Corporate Investment Proposals. These materials were developed by a small group
5 of Canter employees brainstorming and strategizing together; some of the group members
6 are former Canter employees who later went on to work for Teachscape. Mike Soules, Hae
7 Young Kim, and Melissa Jaivin contributed to the 3-Year Strategic Plan development;
8 Melissa Jaivin contributed to the Corporate Investment Proposal development. These
9 materials describe Canter's strategic goals for developing and promoting programs in
10 specific subject areas, and similar strategic information. This information is maintained in
11 the strictest confidence by Canter.

12 7. Public exposure of Canter's 3-Year Strategic Plans and Corporate Investment
13 Proposals would be very damaging to Canter's business. These documents contain Canter's
14 most confidential, high-level business strategy for development and growth of its
15 educational master's degrees programs. This information would give Canter's competitors
16 a road map of its planned actions in the future, including growth targets, new subject matter,
17 and planned course updates. In the hands of Canter's competitors, this information would
18 make it exceptionally easy to anticipate and disrupt Canter's business plans, and to destroy
19 any competitive advantage Canter might otherwise have enjoyed as a result of developing
20 the 3-Year Strategic Plans and the Corporate Investment Proposals.

21 8. I was personally involved in negotiating several of the agreements between
22 Canter and Marygrove College regarding distance education master's degrees. The terms of
23 these agreements are strictly confidential and the confidentiality of these agreements has
24 always been maintained by Canter. This information is valuable in part because it is not
25 known to our competitors.

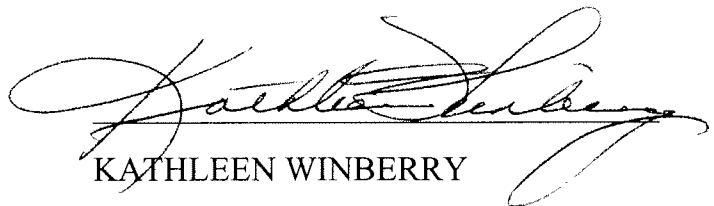
26 9. The public release of the confidential information in Canter's agreements with
27 its university partners, and other contracts, would severely undermine Canter's bargaining
28 position with future potential partners. If competitors have complete information about the

1 terms of Canter's previous contracts, the competitors will be at a significant advantage
2 while negotiating with Canter's prospective partners, while Canter will be at a disadvantage
3 as it will have no information about the terms of its competitors' deals. In addition, this
4 will weaken Canter's bargaining position with prospective partners as it will enable these
5 partners to review existing contracts, hampering Canter's ability to negotiate.

6 10. I am aware that Canter maintains financial records relating to its master's
7 degree programs, including records of development costs, total revenues, and estimated
8 profits. Canter does not report this type of detailed financial information publicly. This
9 information is maintained in the strictest confidence by Canter.

10 11. Public exposure of Canter's financial information would be very damaging to
11 Canter's business. This information reveals Canter's strategy in developing certain courses
12 by showing the dollar value Canter assigned to various different projects (including
13 development, advertising and promotion). It also reveals Canter's profit margins, and the
14 different salaries and wages paid to different Canter employees. In addition to exposing
15 Canter's business strategy and thereby undercutting its competitive advantage, this
16 information could strain Canter's relationship with its employees by making all salary and
17 wage figures known.

18
19 I declare under penalty of perjury pursuant to the laws of the United States that the
20 foregoing is true and correct of my own knowledge and that this declaration is executed on
21 November 19, 2007 in Los Angeles, California.

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23
24 
KATHLEEN WINBERRY